

CERTIFICATION OF MINUTES RELATING TO  
\$1,675,000 GENERAL OBLIGATION AID ANTICIPATION  
CERTIFICATES OF INDEBTEDNESS, SERIES 2011A

Issuer: Independent School District No. 745 (Albany), Minnesota

Governing Body: School Board

Kind, date, time and place of meeting: A regular meeting held on July 6, 2011, at 7:00 p.m., at the District offices.

Members present:

Members absent:

Documents Attached:

Minutes of said meeting (including):

RESOLUTION RELATING TO \$1,675,000 GENERAL OBLIGATION AID  
ANTICIPATION CERTIFICATES OF INDEBTEDNESS, SERIES 2011A;  
AUTHORIZING THE ISSUANCE, ESTABLISHING THE TERMS THEREOF,  
AND AUTHORIZING THE CHAIRPERSON OR SUPERINTENDENT OR  
BUSINESS MANAGER TO AWARD THE SALE THEREOF AND TO TAKE  
SUCH ACTION AND EXECUTE ALL DOCUMENTS NECESSARY TO  
ACCOMPLISH SAID AWARD AND SALE

I, the undersigned, being the duly qualified and acting recording officer of the public corporation issuing the obligations referred to in the title of this certificate, certify that the documents attached hereto, as described above, have been carefully compared with the original records of said corporation in my legal custody, from which they have been transcribed; that said documents are a correct and complete transcript of the minutes of a meeting of the governing body of said corporation, and correct and complete copies of all resolutions and other actions taken and of all documents approved by the governing body at said meeting, so far as they relate to said obligations; and that said meeting was duly held by the governing body at the time and place and was attended throughout by the members indicated above, pursuant to call and notice of such meeting given as required by law.

WITNESS my hand officially as such recording officer this 6<sup>th</sup> day of July, 2011.

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School District Clerk

Member \_\_\_\_\_ introduced the following resolution and moved its adoption, which motion was seconded by Member \_\_\_\_\_:

RESOLUTION RELATING TO \$1,675,000 GENERAL OBLIGATION AID ANTICIPATION CERTIFICATES OF INDEBTEDNESS, SERIES 2011A; AUTHORIZING THE ISSUANCE, ESTABLISHING THE TERMS THEREOF, AND AUTHORIZING THE CHAIRPERSON OR SUPERINTENDENT OR BUSINESS MANAGER TO AWARD THE SALE THEREOF AND TO TAKE SUCH ACTION AND EXECUTE ALL DOCUMENTS NECESSARY TO ACCOMPLISH SAID AWARD AND SALE

BE IT RESOLVED by the School Board (the Board) of Independent School District No. 745 (Albany), Minnesota (the District), as follows:

SECTION 1. AUTHORIZATION. It is hereby found, determined and declared that certain state aids for schools receivable by the District during the July 1, 2011 to June 30, 2012 school year will not be received in time to meet necessary expenditures for the purposes for which such aids are receivable. The District is authorized, pursuant to Minnesota Statutes, Sections 126C.50 through 126C.56, to borrow money by the issuance of its aid anticipation certificates of indebtedness in a principal amount not greater than 75% of the amount of such aids receivable by the District during the 2011-2012 fiscal year and has determined to issue its General Obligation Aid Anticipation Certificates of Indebtedness, Series 2011A in an amount not to exceed \$1,675,000 (the Certificates) against aids receivable for the Operating Funds. The principal amount of the Certificates issued pursuant to this resolution is within said statutory borrowing limitation.

SECTION 2. SALE. Pursuant to Minnesota Statutes, Section 126C.56, the requirements of public sale do not apply to the issuance under certain circumstances of aid anticipation certificates of indebtedness. The School Board desires to proceed with the sale of the Certificates by direct negotiation to Northland Securities, Inc., in Minneapolis, Minnesota (the Purchaser) and the Chairperson or Superintendent or Business Manager are authorized to award the sale of the Certificates and execute a contract on the part of the District for the sale of the Certificates upon the terms set forth herein. The Chairperson, Superintendent and Business Manager are also authorized to take all other action, consistent with this resolution, that is necessary to complete the award and sale of the Certificates provided that the principal amount of the Certificates shall not in any event exceed \$1,675,000 nor shall interest thereon exceed in any event 3.00% per annum. The authorization contained herein shall expire on August 15, 2011.

SECTION 3. CERTIFICATE TERMS. The Certificates shall be prepared under the supervision of the Clerk and shall bear interest at the rate stated in Section 2 hereof from date of issue until paid. The Certificates shall be dated September 8, 2011, shall mature on September 8, 2012, without option of prior payment, and shall be in the denomination of \$5,000 or any integral multiple thereof. The Certificates shall be issuable only in fully registered form, and the ownership of the Certificates shall be transferred only upon the bond register of the District hereinafter described. Upon presentation and surrender of each Certificate, the principal amount

thereof and the interest thereon shall be payable to the registered owner thereof by check or draft issued by the registrar, transfer agent and paying agent hereinafter described.

SECTION 4. APPOINTMENT OF INITIAL REGISTRAR. The District hereby appoints Northland Trust Services, Inc., in Minneapolis, Minnesota as the initial registrar, transfer agent and paying agent (the Registrar). The Chairperson and Clerk are authorized to execute and deliver, on behalf of the District, a contract with the Registrar. Upon merger or consolidation of the Registrar with another corporation, if the resulting corporation is a bank or trust company authorized by law to conduct such business, such corporation shall be authorized to act as successor Registrar. The District agrees to pay the reasonable and customary charges of the Registrar for the services performed. The District reserves the right to remove any Registrar upon thirty (30) days notice and upon the appointment of a successor Registrar, in which event the predecessor Registrar shall deliver all cash and Certificates in its possession to the successor Registrar and shall deliver the certificate register to the successor Registrar.

SECTION 5. REGISTRAR, TRANSFER AGENT AND PAYING AGENT. The effect of registration and the rights and duties of the District and the Registrar with respect thereto shall be as follows:

(a) The Registrar shall keep at its principal corporate trust office a register in which the Registrar shall provide for the registration of ownership of and the registration of transfers and exchanges of Certificates entitled to be registered, transferred or exchanged.

(b) Upon surrender for transfer of any Certificate duly endorsed by the registered owner thereof or accompanied by a written instrument of transfer, in form satisfactory to the Registrar, duly executed by the registered owner thereof or by an attorney duly authorized by the registered owner in writing, the Registrar shall authenticate and deliver, in the name of the designated transferee or transferees, one or more new Certificates of a like aggregate principal amount as requested by the transferor.

(c) All Certificates surrendered upon any transfer or exchange shall be promptly canceled by the Registrar and thereafter disposed of as directed by the District.

(d) When any Certificate is presented to the Registrar for transfer, the Registrar may refuse to transfer the same until it is satisfied that the endorsement on such Certificate or separate instrument of transfer is legally authorized. The Registrar shall incur no liability for the refusal, in good faith, to make transfers which it, in its judgment, deems improper or unauthorized.

(e) The District and the Registrar may treat the person in whose name any Certificate is at any time registered in the register as the absolute owner of such Certificate, whether such Certificate shall be overdue or not, for the purpose of receiving payment of, or on account of, the principal of and interest on such Certificate and for all other purposes, and any such payment so made to any such registered owner or upon the owner's order shall be valid and effectual to satisfy and discharge the liability of the District upon such Certificate to the extent of the sum or sums so paid.

(f) For every transfer or exchange of Certificates, the Registrar may impose a charge upon the owner thereof sufficient to reimburse the Registrar for any tax, fee or other governmental charge required to be paid with respect to such transfer or exchange.

(g) In case any Certificate shall become mutilated or be lost, stolen or destroyed, the Registrar shall deliver a new Certificate of like amount and tenor in exchange and substitution for and upon cancellation of any such mutilated Certificate or in lieu of and in substitution for any such Certificate lost, stolen or destroyed, upon the payment of the reasonable expenses and charges of the Registrar in connection therewith; and, in the case of a Certificate lost, stolen or destroyed, upon filing with the Registrar of evidence satisfactory to it that such Certificate was lost, stolen or destroyed, and of the ownership thereof, and upon furnishing to the Registrar of an appropriate bond or indemnity in form, substance and amount satisfactory to it, in which both the District and the Registrar shall be named as obligees. All Certificates so surrendered to the Registrar shall be canceled by it and evidence of such cancellation shall be given to the District. If the mutilated, lost, stolen or destroyed Certificate has already matured, it shall not be necessary to issue a new Certificate prior to payment.

**SECTION 6. SECURITIES DEPOSITORY.** (a) For purposes of this section the following terms shall have the following meanings:

“Beneficial Owner” shall mean, whenever used with respect to a Certificate, the person in whose name such Certificate is recorded as the beneficial owner of such Certificate by a Participant on the records of such Participant, or such person’s subrogee.

“Cede & Co.” shall mean Cede & Co., the nominee of DTC, and any successor nominee of DTC with respect to the Certificates.

“DTC” shall mean The Depository Trust Company of New York, New York.

“Participant” shall mean any broker-dealer, bank or other financial institution for which DTC holds Certificates as securities depository.

“Representation Letter” shall mean the Representation Letter pursuant to which the sender agrees to comply with DTC’s Operational Arrangements.

(b) The Certificates shall be initially issued as separately authenticated fully registered Certificates, and one Certificate shall be issued in the principal amount of each stated maturity of the Certificates. Upon initial issuance, the ownership of such Certificates shall be registered in the bond register in the name of Cede & Co., as nominee of DTC. The Registrar and the District may treat DTC (or its nominee) as the sole and exclusive owner of the Certificates registered in its name for the purposes of payment of the principal of or interest on the Certificates, selecting the Certificates or portions thereof to be redeemed, if any, giving any notice permitted or required to be given to registered owners of Certificates under this resolution, registering the transfer of Certificates, and for all other purposes whatsoever; and neither the Registrar nor the District shall be affected by any notice to the contrary. Neither the Registrar nor the District shall have any responsibility or obligation to any Participant, any person claiming a beneficial ownership interest in the Certificates under or through DTC or any Participant, or any other

person which is not shown on the bond register as being a registered owner of any Certificates, with respect to the accuracy of any records maintained by DTC or any Participant, with respect to the payment by DTC or any Participant of any amount with respect to the principal of or interest on the Certificates, with respect to any notice which is permitted or required to be given to owners of Certificates under this resolution, with respect to the selection by DTC or any Participant of any person to receive payment in the event of a partial redemption of the Certificates, or with respect to any consent given or other action taken by DTC as registered owner of the Certificates. So long as any Certificate is registered in the name of Cede & Co., as nominee of DTC, the Registrar shall pay all principal of and interest on such Certificate, and shall give all notices with respect to such Certificate, only to Cede & Co. in accordance with DTC's Operational Arrangements, and all such payments shall be valid and effective to fully satisfy and discharge the District's obligations with respect to the principal of and interest on the Certificates to the extent of the sum or sums so paid. No person other than DTC shall receive an authenticated Certificate for each separate stated maturity evidencing the obligation of the District to make payments of principal and interest. Upon delivery by DTC to the Registrar of written notice to the effect that DTC has determined to substitute a new nominee in place of Cede & Co., the Certificates will be transferable to such new nominee in accordance with paragraph (e) hereof.

(c) In the event the District determines that it is in the best interest of the Beneficial Owners that they be able to obtain Certificates in the form of bond certificates, the District may notify DTC and the Registrar, whereupon DTC shall notify the Participants of the availability through DTC of Certificates in the form of certificates. In such event, the Certificates will be transferable in accordance with paragraph (e) hereof. DTC may determine to discontinue providing its services with respect to the Certificates at any time by giving notice to the District and the Registrar and discharging its responsibilities with respect thereto under applicable law. In such event the Certificates will be transferable in accordance with paragraph (e) hereof.

(d) The execution and delivery of the Representation Letter to DTC by the Chairperson or Clerk is hereby authorized and directed.

(e) In the event that any transfer or exchange of Certificates is permitted under paragraph (b) or (c) hereof, such transfer or exchange shall be accomplished upon receipt by the Registrar of the Certificates to be transferred or exchanged and appropriate instruments of transfer to the permitted transferee in accordance with the provisions of this resolution. In the event Certificates in the form of certificates are issued to owners other than Cede & Co., its successor as nominee for DTC as owner of all the Certificates, or another securities depository as owner of all the Certificates, the provisions of this resolution shall also apply to all matters relating thereto, including, without limitation, the printing of such Certificates in the form of bond certificates and the method of payment of principal of and interest on such Certificates in the form of bond certificates.

**SECTION 7. EXECUTION AND DELIVERY.** The Certificates shall be executed by the signatures of the Chairperson and the Clerk, provided that such signatures may be printed, engraved or lithographed facsimiles thereof. Notwithstanding such execution, no Certificate shall be valid or obligatory for any purpose or entitled to any security or benefit under this resolution unless and until a certificate of authentication on such Certificate has been duly

executed by the manual signature of an authorized representative of the Registrar. Certificates of authentication on different Certificates need not be signed by the same representative. The executed certificate of authentication on each Certificate shall be conclusive evidence that it has been authenticated and delivered under this resolution. When the Certificates have been fully executed and authenticated, they shall be delivered to the Purchaser upon receipt of payment of the purchase price, including accrued interest to the date of delivery. The Purchaser shall not be required to see to the application of the proceeds of the Certificates.

SECTION 8. FORM OF CERTIFICATES. The Certificates shall be prepared in substantially the following form:

UNITED STATES OF AMERICA  
STATE OF MINNESOTA  
STEARNS COUNTY

INDEPENDENT SCHOOL DISTRICT NO. 745 (ALBANY)

GENERAL OBLIGATION AID ANTICIPATION  
CERTIFICATE OF INDEBTEDNESS, SERIES 2011A

R-1 \$1,675,000

<u>Interest Rate</u>	<u>Maturity Date</u>	<u>Date of Original Issue</u>	<u>CUSIP No.</u>
%	September 8, 2012	September 8, 2011	

REGISTERED OWNER: CEDE & CO.

PRINCIPAL AMOUNT: DOLLARS

Independent School District No. 745 (Albany), in Stearns County, State of Minnesota (the School District), a duly organized and existing independent school district, hereby acknowledges itself to be indebted and for value received, hereby promises to pay to the registered owner named above, or registered assigns, the principal amount specified above, on the maturity date specified above, without option of prior payment, with interest thereon at the rate per annum specified above, payable on the maturity date specified above, to the person in whose name this Certificate is registered at the close of business on the date which is 15 days prior to the maturity date specified above (whether or not a business day) upon presentation and surrender of this Certificate. The interest hereon and, upon presentation and surrender hereof at the principal office of the Registrar described below, the principal hereof, are payable in lawful money of the United States of America by check or draft drawn on Northland Trust Services, Inc., Minneapolis, Minnesota, as bond registrar, transfer agent and paying agent, or its successor designated under the Resolution described herein (the Registrar). For the prompt and full payment of the principal and interest as the same become due, the full faith and credit and taxing powers of the School District have been and are hereby irrevocably pledged.

This Certificate is one of an issue in the aggregate principal amount of \$1,675,000, issued pursuant to and in accordance with the Constitution and laws of the State of Minnesota thereunto enabling, including Minnesota Statutes, Sections 126C.50 through 126C.56, and pursuant to a resolution duly adopted by the School Board of the School District on July 6, 2011 (the Resolution) authorizing the Chairperson or Superintendent or Business Manager to award the sale of the Certificates on the terms contained in the Resolution, for the purpose of anticipating receipt of certain unpaid state aids for schools receivable by the School District for the school year in which this Certificate is issued.

The Certificates are issuable only in fully registered form, in denominations of \$5,000 or any integral multiple thereof.

The Certificates have been designated by the District as “qualified tax exempt obligations” pursuant to Section 265(b)(3) of the Internal Revenue Code of 1986, as amended.

As provided in the Resolution and subject to certain limitations set forth therein, this Certificate is transferable upon the books of the School District at the principal office of the Registrar, by the registered owner hereof in person or by the owner’s attorney duly authorized in writing upon surrender hereof together with a written instrument of transfer satisfactory to the Registrar, duly executed by the registered owner or the owner’s attorney; and may also be surrendered in exchange for Certificates of other authorized denominations. Upon such transfer or exchange, the School District will cause a new Certificate or Certificates to be issued in the name of the transferee or registered owner, of the same aggregate principal amount, bearing interest at the same rate and maturing on the same date, subject to reimbursement for any tax, fee or governmental charge required to be paid with respect to such transfer or exchange.

The School District and the Registrar may deem and treat the person in whose name this Certificate is registered as the absolute owner hereof, whether this Certificate is overdue or not, for the purpose of receiving payment and for all other purposes, and neither the School District nor the Registrar shall be affected by any notice to the contrary.

Notwithstanding any other provisions of this Certificate, so long as this Certificate is registered in the name of Cede & Co., as nominee of The Depository Trust Company, or in the name of any other nominee of The Depository Trust Company or other securities depository, the Registrar shall pay all principal of and interest on this Certificate, and shall give all notices with respect to this Certificate, only to Cede & Co. or other nominee in accordance with the operational arrangements of The Depository Trust Company or other securities depository as agreed to by the District.

IT IS HEREBY CERTIFIED, RECITED, COVENANTED AND AGREED that all acts, conditions and things required by law to be done, to exist, to happen and to be performed precedent to and in the issuance of this Certificate in order to make it a valid and binding general obligation of the School District according to its terms have been done, have happened, do exist and have been performed in regular and due form, time and manner as required by law; and that the issuance of this Certificate does not cause the indebtedness of the School District to exceed any constitutional or statutory limitation.

This Certificate shall not be valid or become obligatory for any purpose or be entitled to any security or benefit under the Resolution until the Certificate of Authentication hereon shall have been executed by the Registrar by manual signature of one of its authorized representatives.

IN WITNESS WHEREOF, Independent School District No. 745 (Albany), Minnesota, by its School Board, has caused this Certificate to be executed by the signatures of the Chairperson of the School Board and the Clerk.



INDEPENDENT SCHOOL DISTRICT  
NO. 745 (ALBANY), MINNESOTA

Clerk

Chairperson of the School Board

CERTIFICATE OF AUTHENTICATION

This is one of the Certificates delivered pursuant to the Resolution mentioned within.

Date of Authentication: \_\_\_\_\_

NORTHLAND TRUST SERVICES, INC.,  
as Registrar

By \_\_\_\_\_  
Authorized Representative

\_\_\_\_\_

The following abbreviations, when used in the inscription on the face of this Certificate, shall be construed as though they were written out in full according to the applicable laws or regulations:

TEN COM - as tenants in common

UTMA . . . . . as Custodian for . . . . .  
(Cust) (Minor)

TEN ENT - as tenants by entireties

under Uniform Transfers to Minors Act . . .  
(State)

JT TEN - as joint tenants with right of survivorship  
and not as tenants in common

Additional abbreviations may also be used though not in the above list.

\_\_\_\_\_

ASSIGNMENT

For value received, the undersigned hereby sells, assigns and transfers unto \_\_\_\_\_ the within Certificate and all rights thereunder, and does hereby irrevocably constitute and appoint \_\_\_\_\_ attorney to transfer the said Certificate on the books kept for registration of the within Certificate, with full power of substitution in the premises.

Dated: \_\_\_\_\_

NOTICE: The assignor's signature to this assignment must correspond with the name as it appears upon the face of the within Certificate in every particular, without alteration or enlargement or any change whatsoever.

Signature Guaranteed: \_\_\_\_\_

Signature(s) must be guaranteed by an "eligible guarantor institution" meeting the requirements of the Registrar, which requirements include membership or participation in STAMP or such other "signature guaranty program" as may be determined by the Registrar in addition to or in substitution for STAMP, all in accordance with the Securities Exchange Act of 1934, as amended.

PLEASE INSERT SOCIAL SECURITY OR OTHER IDENTIFYING NUMBER  
OF ASSIGNEE: \_\_\_\_\_

[end of certificate form]

**SECTION 9. USE OF PROCEEDS.** The proceeds of the Certificates shall be deposited in the Operating Funds of the District and shall be used solely to pay claims duly approved and allowed with respect to current operating expenses of the kinds and within the amounts provided in the official budget of the District. Such proceeds shall be recorded as liabilities of such funds, pursuant to Minnesota Statutes, Section 123B.78.

**SECTION 10. DEBT SERVICE FUND.** A General Obligation Aid Anticipation Certificates of Indebtedness, Series 2011A Debt Service Fund (the Debt Service Fund) shall be created for the repayment of the principal of and interest on the Certificates and shall be maintained by the School District Treasurer separate and apart from all other funds of the District. There shall be credited to the Debt Service Fund any amount in excess of \$1,675,000 received by the District in the sale of the Certificates. At such time as state aids for schools distributable to the District for the current school year, receipts of which are to be recorded as assets of the Operating Funds of the District pursuant to the Uniform Financial Accounting and Reporting System for Minnesota school districts, and which remain to be received, are in the amount of 105% of the principal and interest due on the Certificates issued to fund the deposit to the Operating Funds, on their maturity date, there shall be deposited in the Debt Service Fund all subsequent receipts of such aids or other moneys of the District legally available therefor, until the balance in the Debt Service Fund is sufficient to pay all principal and interest due on the Certificates at maturity.

The full faith and credit of the District are pledged to the payment of the Certificates, and, in accordance with Minnesota Statutes, Section 475.61, the District hereby covenants and agrees that in the event of a deficiency in moneys to pay principal of and interest on the Certificates when due, it will levy and cause to be extended upon all taxable property within its corporate limits such ad valorem taxes as may be required for the payment of such principal and interest in full.

**SECTION 11. TAX COVENANTS AND ARBITRAGE MATTERS.**

11.01. Restrictive Action. The District covenants and agrees with the owners from time to time of the Certificates that it will not take, or permit to be taken by any of its officers, employees or agents, any action which would cause the interest on the Certificates to become includible in gross income for federal income tax purposes under the Internal Revenue Code of 1986, as amended (the Code), and applicable Treasury Regulations (the Regulations), and covenants to take any and all actions within its powers to ensure that the interest on the Certificates will not become includible in gross income for federal income tax purposes under the Code and the Regulations.

11.02. Statement of Capital Expenditures and Arbitrage Certificate. The Board estimates that the principal amount of the Certificates does not exceed (i) the largest amount by which working capital expenditures in the Operating Funds of the District exceed available amounts for payment thereof during the period for which such aids are anticipated and during which the Certificates will be outstanding, and (ii) the amount of a working capital reserve equal to five percent of the District's working capital expenditures in the Operating Funds for the prior fiscal year, all as contemplated by the Regulations. The District Treasurer is directed to prepare a statement of estimated capital expenditures during the period for which such aids and other funds are anticipated and during which the Certificates will be outstanding for the purpose of verifying the correctness of this estimate. In the event that such statement does not verify such estimate, the principal amount of the Certificates shall be reduced to such amount as will not exceed the amount permitted by the Regulations. Prior to the issuance of the Certificates, the Chairperson and the Clerk, being the officers of the District charged with the responsibility for issuing the Certificates pursuant to this resolution, shall execute and deliver to the Purchaser a certificate as contemplated by the Regulations stating the facts, estimates and circumstances in existence on the date of issuance and delivery of the Certificates which indicate that the proceeds of the Certificates will not be used in a manner that would cause the Certificates to be "arbitrage bonds" within the meaning of the Code and Regulations.

11.03. Arbitrage Rebate Exemption. (a) It is hereby found that the District has general taxing powers, that no Certificate is a "private activity bond" within the meaning of Section 141 of the Code, that 95% or more of the net proceeds of the Certificates are to be used for local governmental activities of the District; and that the aggregate face amount of all tax-exempt obligations (other than private activity bonds) issued by the District during the year 2011 is not reasonably expected to exceed \$5,000,000. Therefore, the District shall not be required to comply with the arbitrage rebate requirements of Section 148(f) of the Code.

(b) If notwithstanding the provisions of paragraph (a) of this Section 11.03, the arbitrage rebate provisions of Section 148(f) of the Code apply to the Certificates, the District hereby covenants and agrees to make the determinations, retain records and rebate to the United States the amounts at the times and in the manner required by said Section 148(f).

11.04. Qualified Tax-Exempt Obligations. The Board hereby designates the Certificates as "qualified tax-exempt obligations" for purposes of Section 265(b)(3) of the Code relating to the disallowance of interest expense for financial institutions, and hereby finds that the reasonably anticipated amount of tax-exempt obligations which are not private activity bonds (not treating qualified 501(c)(3) bonds under Section 145 of the Code as private activity bonds

for the purpose of this representation) which will be issued by the District and all subordinate entities during calendar year 2011 does not exceed \$10,000,000.

## SECTION 12. CERTIFICATION OF PROCEEDINGS.

12.01. County Auditor's Registration. The Clerk is hereby authorized and directed to file a certified copy of this resolution with the County Auditor of Stearns County and to obtain from the County Auditor a certificate that the Certificates have been duly entered upon the bond register as required by law.

12.02. Proceedings. The officers of the District and the County Auditor are hereby authorized to furnish to the Purchaser and to Dorsey & Whitney LLP, the attorneys approving the legality of the issuance of the Certificates, certified copies of any resolution of the District relating thereto, and such certificates and affidavits as to other matters appearing in their official records or otherwise known to them as may be reasonably required to evidence the legality and marketability of the Certificates. All such certified copies, certificates and affidavits, including any heretofore furnished, shall be deemed to constitute representations and recitals of the District as to the correctness of all statements contained therein.

12.03. Payment of Issuance Costs. The District authorizes the Purchaser to pay, from the proceeds of the Certificates, the issuance expenses associated with the Certificates on the closing date.

12.04. Official Statement. The Chairperson, Clerk and Superintendent, or their designees, are hereby authorized, in cooperation with the Northland Securities, Inc., to prepare and distribute a preliminary Official Statement. Northland Securities, Inc., within seven business days from the pricing date of the Certificates, is authorized to prepare and distribute a final Official Statement listing the offering price, the interest rate, selling compensation, delivery date, the underwriter and such other information relating to the Certificates required to be included in the Official Statement by Rule 15c2-12 adopted by the Securities and Exchange Commission (the SEC) under the Securities Exchange Act of 1934. The Chairperson, Clerk and Superintendent, or their designees, are authorized and directed to execute such certificates as may be appropriate concerning the accuracy, completeness and sufficiency of the Official Statement.

SECTION 13. CONTINUING DISCLOSURE. The following undertakings are assumed by the District with respect to the Certificates.

(a) Rule 15c2-12; Limited Exemption.

(i) Background. The Securities and Exchange Commission (the SEC) has promulgated amendments to Rule 15c2-12 under the Securities Exchange Act of 1934 (17 C.F.R. § 240.15c2-12) (as in effect and interpreted from time to time, the Rule) which govern the obligations of certain underwriters to require that issuers of municipal securities enter into agreements for the benefit of holders of the municipal securities to provide continuing disclosure with respect to the securities.

(ii) Applicability of the Rule. This Board hereby finds, determines and declares that the Certificates are exempt from the application of paragraph (b)(5) of the Rule by reason of the exemption granted in paragraph (d)(3) thereof. The exemption from the Rule for the Certificates is conditioned upon the District agreeing to provide certain continuing disclosure as hereinafter provided. The District has complied in all material respects with any undertaking previously entered into by it under the Rule.

(b) Purpose and Beneficiaries.

(i) Covenant. To provide for the public availability of certain information relating to the Certificates and the security therefor and to permit underwriters of the Certificates to comply with the Rule, which will enhance the marketability of the Certificates, the District hereby makes the covenants and agreements contained in this Undertaking for the benefit of the Owners (as hereinafter defined) from time to time of the Outstanding Certificates. The District has never failed to comply with its obligations under any previous undertaking with respect to any debt issues.

(ii) Enforcement of Undertaking. If the District fails to comply with any provisions of this Undertaking, any person aggrieved thereby, including the Owners of any Outstanding Certificates, may take whatever action at law or in equity may appear necessary or appropriate to enforce performance and observance of any agreement or covenant contained in this Undertaking. Direct, indirect, consequential and punitive damages shall not be recoverable for any default hereunder to the extent permitted by law. Notwithstanding anything to the contrary contained herein, in no event shall a default under this Undertaking constitute a default under the Certificates or under any other provision of this resolution.

(iii) Definition of "Owner". As used in this Undertaking, Owner or Certificateowner means, in respect of a Certificate, the registered owner or owners thereof appearing in the bond register maintained by the Registrar or any Beneficial Owner (as hereinafter defined) thereof, if such Beneficial Owner provides to the Registrar evidence of such beneficial ownership in form and substance reasonably satisfactory to the Registrar.

"Beneficial Owner" means, in respect of a Certificate, any person or entity which:

- (A) has the power, directly or indirectly, to vote or consent with respect to, or to dispose of ownership of, such Certificate (including persons or entities holding Certificates through nominees, depositories or other intermediaries), or
- (B) is treated as the owner of the Certificate for federal income tax purposes.

(c) Information To Be Disclosed. The District will provide, either directly or indirectly through an agent designated by the District, in a timely manner not to exceed 10 business days, to the Municipal Securities Rulemaking Board (the MSRB), in an electronic format as prescribed by the MSRB from time to time, notice of the occurrence of any of the following:

- (A) principal and interest payment delinquencies;
- (B) non-payment related defaults, if material;

- (C) unscheduled draws on debt service reserves reflecting financial difficulties;
- (D) unscheduled draws on credit enhancements reflecting financial difficulties;
- (E) substitution of credit or liquidity providers, or their failure to perform;
- (F) Adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB), or other material notices or determinations with respect to the tax status of the security or other material events affecting the tax-exempt status of the security;
- (G) Modifications to rights of security holders, if material;
- (H) Certificate calls, if material and tender offers;
- (I) Defeasances;
- (J) Release, substitution, or sale of property securing repayment of the securities if material;
- (K) Rating changes;
- (L) Bankruptcy, insolvency, receivership, or similar event of the District;
- (M) Consummation of a merger, consolidation, or acquisition involving the District or the sale of all or substantially all of the assets of the District, other than in the ordinary course of business, the entry into a definite agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material; and

As used herein, for those events that must be reported if material, a Material Fact is a fact as to which a substantial likelihood exists that a reasonably prudent investor would attach importance thereto in deciding to buy, hold or sell a Certificate or, if not disclosed, would significantly alter the total information otherwise available to an investor from the Official Statement, information disclosed hereunder or information generally available to the public. Notwithstanding the foregoing sentence, a Material Fact is also an event that would be deemed “material” for purposes of the purchase, holding or sale of a Certificate within the meaning of applicable federal securities laws, as interpreted at the time of discovery of the occurrence of the event.

(d) Term; Amendments and Interpretation.

(i) Term of this Undertaking; Termination. The covenants of the District in this Undertaking shall remain in effect so long as any Certificates are Outstanding. Notwithstanding the preceding sentence, however, the obligations of the District under this Undertaking shall terminate and be without further effect as of any date on which the District delivers to the Registrar an opinion of Bond Counsel to the effect that, because of legislative action or final judicial or administrative actions or proceedings, the failure of the District to comply with the requirements of this Undertaking will not cause participating underwriters in the primary offering of the Certificates to be in violation of the Rule or other applicable requirements of the Securities Exchange Act of 1934, as amended, or any statutes or laws successory thereto or amendatory thereof.

(ii) Amendments. This Undertaking may be amended or supplemented by the District from time to time, without notice to or the consent of the Owners of any Certificates, by a resolution of this Board filed in the office of the recording officer of the District

accompanied by an opinion of Bond Counsel, who may rely on certificates of the District and others and the opinion may be subject to customary qualifications, to the effect that:

(a) such amendment or supplement:

- (1) is made in connection with a change in circumstances that arises from a change in law or regulation or a change in the identity, nature or status of the District or the type of operations conducted by the District, or
- (2) is required by, or better complies with, the provisions of paragraph (d)(3) of the Rule;

(b) this Undertaking as so amended or supplemented would have complied with the requirements of paragraph (d)(3) of the Rule at the time of the primary offering of the Certificates, giving effect to any change in circumstances applicable under clause (a)(1) and assuming that the Rule as in effect and interpreted at the time of the amendment or supplement was in effect at the time of the primary offering; and

(c) such amendment or supplement does not materially impair the interests of the Certificateowners under the Rule.

(iii) Interpretation. This Undertaking is entered into to comply with, and should be construed so as to satisfy the requirements of, paragraph (d)(3) of the Rule.

#### SECTION 14. STATE PAYMENT; DISTRICT AND REGISTRAR OBLIGATIONS.

The District hereby covenants and obligates itself to notify the Commissioner of Education of any potential default in the payment of the principal of or interest on the Certificates and to use the provisions of Minnesota Statutes, Section 126C.55 (the State Payment Law), to guarantee, to the extent provided therein, payment of the principal of and interest on the Certificates when due. The District further covenants to deposit with the Registrar not less than three business days prior to September 8, 2012, an amount sufficient to make that payment or to notify the Commissioner of Education as provided in the State Payment Law that it will be unable to make all or a portion of such payment. The Registrar will notify the Commissioner of Education if it becomes aware of a potential default in the payment of principal of and interest on the Certificates at maturity or, if on the date two business days prior to maturity, there are insufficient funds on deposit with the Registrar to pay the Certificates in full at maturity. The Registrar will cooperate with the District, the Commissioner of Education and the Commissioner of Management and Budget in implementing the provisions of the State Payment Law. The District shall do all other things which may be necessary to perform the obligations hereby undertaken under the State Payment Law, including any requirements hereafter adopted by the Commissioner of Management and Budget or the Commissioner of Education.

Upon vote being taken thereon, the following voted in favor thereof:

and the following voted against the same:

whereupon the resolution was declared duly passed and adopted.

CERTIFICATE OF STEARNS COUNTY AUDITOR AS TO REGISTRATION

The undersigned, being the duly qualified and acting County Auditor of Stearns County, hereby certifies that there has been filed in my office a certified copy of a resolution of the School Board of Independent School District No. 745 (Albany), Minnesota, adopted July 6, 2011, setting forth the form and details of an issue of \$1,675,000 General Obligation Aid Anticipation Certificates of Indebtedness, Series 2011A of the District, to be dated originally as of September 8, 2011 (the Certificates).

I further certify that the Certificates have been entered on my bond register as required by Minnesota Statutes, Sections 475.62 and 475.63.

WITNESS my hand and official seal this \_\_\_\_\_ day of August, 2011.

\_\_\_\_\_  
Stearns County Auditor

(SEAL)